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ROBERT G. SHEPHERD, JR.
LOUIS E. GITOMER

FAX:
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June 7, 1991

RECORDATION NO. 16133-C+B FILED 1991

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

JUN 7 1991 - 11 29 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed the original and one copy of two documents described below, to be recorded pursuant to 49 U.S.C. 11303.

The first document is a Bill of Sale, a secondary document dated March 20, 1991. The primary document to which this is connected is recorded under Recordation No. 16133. We request that this Bill of Sale be recorded under Recordation No. 16133-B.

The second document is also a Bill of Sale, a secondary document dated March 20, 1991. The primary document to which this is connected is recorded under Recordation No. 16133. We request that this Bill of Sale be recorded under Recordation No. 16133-C.

The names and addresses of the parties to both documents are as follows:

Vendor:

Kansas City Southern Railway Company
114 11th Street
Kansas City, MO 64105

Vendee:

GATX Capital Corporation
Four Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the Bills of Sale follows:
(1) in 16133-B, 103 4,000 cubic foot rotary gondolas with the numbers in Appendix A; and (2) in 16133-C, six 4,000 cubic foot rotary gondolas with the following numbers: KCS 900826, 900893, 900907, 900915, 900923, and 900931.

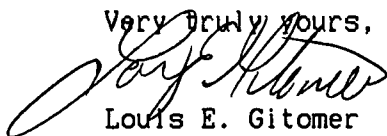
A fee of \$15.00 is enclosed. Please return the original to:

Louis E. Gitomer
Suite 1200
1133 15th Street, N.W.
Washington, D.C. 20005

A short summary of the document to appear in the index follows:
Bills of Sale between Kansas City Southern Railway Company, 114 11th Street, Kansas City, MO 64105, and GATX Capital Corporation, Four Embarcadero

Center, San Francisco, CA 94111: (1) in 16133-B, 103 4,000 cubic foot rotary gondolas with the numbers in Appendix A; and (2) in 16133-C, six 4,000 cubic foot rotary gondolas with the following numbers: KCS 900826, 900893, 900907, 900915, 900923, and 900931.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer
Counsel for,
GATX Capital Corporation

Attachment

BILL OF SALE

161-3310
JUN 7 1991 - 11 20 AM
INTERSTATE COMMERCE COMMISSION

THE KANSAS CITY SOUTHERN RAILWAY COMPANY (hereinafter called "KCS") in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by GATX CAPITAL CORPORATION (hereinafter called "GATX") the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer, and set over unto GATX, its successors and assigns the following rotary gondola cars which have been delivered by KCS to GATX.

<u>Description</u>	<u>Quantity</u>	<u>Railroad Road Nos.</u>
4,000 cubic foot rotary gondolas	6	(See attached Appendix A)


TO HAVE AND TO HOLD all and singular, the railroad equipment above-described to GATX, its successors and assigns, for its and their own use and behoof forever.

KCS warrants to GATX, its successors and assigns, that at the time of execution of this Bill of Sale, KCS had legal title thereto and good and lawful right to sell such equipment and title to such equipment was free and clear of all claims, liens and encumbrances of any nature, and KCS covenants that it will defend such title against all claims and demands whatsoever.


IN WITNESS WHEREOF, KCS has caused this instrument to be executed in its name by a duly authorized officer and its corporate

seal to be hereunto affixed, duly attested, this 20th day of March,
1991.

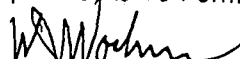
**THE KANSAS CITY SOUTHERN RAILWAY
COMPANY**

By 
Its SENIOR VICE PRESIDENT AND CHIEF
OPERATING OFFICER

ATTEST:


Its Secretary

Approved As To Form

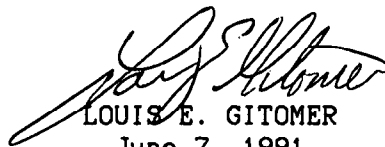

Law Department

APPENDIX A
CAR NUMBERS

KCS 900915
KCS 900907
KCS 900923
KCS 900931
KCS 900893
KCS 900826

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy with the original Bill of Sale, dated March 20, 1991, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



LOUIS E. GITOMER
June 7, 1991